

Exhibit B

Proposed Order

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PHYTO TECH CORP. d/b/a BLUE CALIFORNIA,

Plaintiff,

Civil Action No.
1:19-cv-09033-JGK

v.

GIVAUDAN SA,

Defendant.

**[PROPOSED] ORDER APPROVING LIQUIDATING TRUSTEE'S FINAL REPORT
AND GRANTING MOTION FOR APPROVAL OF THE TRUSTEE'S PROPOSED
WIND UP AND DISSOLUTION OF BGN TECH, LLC**

This matter coming before the Court on the *Liquidating Trustee's Final Report* (the "Final Report") and *Motion for Approval of the Trustee's Proposed Wind Up and Dissolution of BGN Tech, LLC* ("the "Motion"), ¹ seeking approval of the Trustee's Final Report and the Trustee's proposed wind up and dissolution of BGN; and the Court having reviewed and considered the Final Report and the Motion; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is:

HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Final Report is APPROVED.
2. The Motion is GRANTED as set forth herein.
3. The Trustee's proposed wind down and dissolution of BGN as described in the Final Report and Motion, including, without limitation, with respect to the (i) the proposed distribution of the Liquid Assets, (ii) the Distribution Agreement, and (iii) the Post-Dissolution

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

License Agreement, are hereby approved in their entirety. The Trustee may make non-substantive and conforming revisions to, or any revisions agreed upon between the Members, as necessary or desirable to finalize the foregoing.

4. Effective immediately upon the entry of this Order, the Trustee and all of his professionals are relieved and discharged from any further obligations with respect to the properties, assets, or liabilities of BGN; provided that the Trustee may continue to take any administrative actions necessary to complete any tasks necessary to the wind-down, including, without limitation, the preparation and filing of any final tax returns.

5. The Trustee shall be fully and forever released and discharged from any and all liability as Trustee of BGN. Such release and discharge shall include, without limitation, any and all claims, cross-claims, counterclaims, causes, damages and actions of every kind and character, and all suits, costs, damages, expenses, compensation and liabilities of every kind, character and description, whether direct or indirect, known or unknown, disclosed or hidden, in law or in equity, which anyone has or will have against the Trustee, Sherwood Partners, Inc., and/or any of their respective agents, representatives, officers, attorneys, professionals, employees or contractors, on account of, or arising, or resulting from, or in any manner incidental to, this proceeding, the assets of BGN, the Trustee's administration of the liquidation estate, and/or any acts or omissions of the Trustee.

DATED: _____, 2022

HONORABLE JOHN G. KOELTL
UNITED STATES DISTRICT JUDGE